

# **CONSTITUTION of SANTA MARGARITA YACHT CLUB**

## **Article I. Name**

This organization shall be known as the Santa Margarita Yacht Club, hereinafter referred to in this document as "SMYC".

## **Article II. Nature of Organization**

- SMYC is a self-sustaining, unincorporated, non-Federal entity, which operates on Camp Pendleton with the written consent of the installation commander or higher authority, by individuals acting exclusively outside the scope of any official capacity as officers, employees, or agents of the Federal Government.
- SMYC's operation is of interest and concern to the Department of Defense (DoD) because of our location on Camp Pendleton, our relationship with elements of both the federal and private sectors, and our activities in support of certain recognized programs being conducted for the benefit of members of the DoD family.
- Members are personally liable, as provided by law, if the assets of SMYC are insufficient to discharge all of its liabilities.
- SMYC shall not incur indebtedness, and shall not own or take exclusive responsibility for any facility or real estate.
- SMYC will not have employees.
- Adequate insurance, when required by DoD regulations, will be secured in order to protect against public liability and property damage claims or other legal actions that may arise as a result of activities of SMYC or one or more of its members acting in its behalf. Since there is no direct, vested interest of the Federal Government or any of its instrumentalities in the assets of SMYC, the direct protection of organizational assets, such as through fidelity or fire insurance is the responsibility of SMYC membership.
- Source of income will be through dues paid to SMYC by its members and through fundraising activities. Fundraising activities may be conducted aboard Camp Pendleton with the approval of the AC/S, Marine Corps Community Services (MCCS). Fundraising activities will not compete with those activities provided by MCCS. All fundraising activities will be done in accordance to MCIWEST-MCB CAMPENO 5340.1.
- Income will not accrue to individual members.

## **Article III. Nondiscrimination**

No person shall be unlawfully denied membership or unlawfully excluded from participation in SMYC activities, based on age, creed, color, disability, national origin, race, religion, gender or sexual orientation, or otherwise subjected to unlawful discrimination.

#### **Article IV. Objective**

The objectives of SMYC are:

- Promote the morale and welfare of military personnel (active, reserve, retired, and former service) and dependents, and civilian employees of DoD.
- Provide recreational boating activities that complement the mission of Del Mar Marina by providing opportunities to enhance boating skills such as seamanship, navigation, and water safety.
- Support the goals of the US Naval Sailing Association.
- Achieve these objectives through sponsorship of coastal cruising, sailboat racing, social events, and interaction with other yacht clubs and yacht club associations.
- SMYC activities will not in any way prejudice or discredit the Department of Defense Components or other agencies of the Federal government.

#### **Article V. Management**

- SMYC shall be governed by a Board of Governors consisting of the Bridge, Directors, and the Junior Staff Commodore, collectively referred to as “Officers”.
- There shall be at least one and a maximum of five directors. The Bridge includes the Commodore, Vice-Commodore, Rear-Commodore, Secretary, and Treasurer. The Junior Staff Commodore is the most recent past Commodore.
- The Bridge and Directors shall be elected positions, and the Junior Staff Commodore is an Ex Officio member. No member shall hold more than one position on the Board of Governors at a time. The duties of the members of the Board of Governors are established in the Bylaws. If the current Junior Staff Commodore is unavailable, then the next prior Junior Staff Commodore will become the Ex Officio member.

#### **Article VI. Membership**

SMYC shall have the following categories of membership:

- Regular voting members include “The DoD Family” which includes anyone with a valid uniform service ID and active/retired DoD employees, and their spouses and dependents age 18 and older as specified by Uniformed Services Regulations. Regular voting membership is also available to civilian honorably discharged veterans and active/retired U.S. Merchant Marine personnel (The “Extended” DoD Family), but not their dependents.

- A regular voting membership may be bestowed upon dependents of honorably discharged civilian or active /retired Merchant Marine civilian members, who have or will make significant and lasting contributions to the SMYC. A two-thirds vote of the Board of Governors present at any board Meeting is required to establish such a dependent as a regular voting member and to designate a period of time for the establishment.
- Honorary members. The Board of Governors may bestow honorary membership to honor or recognize individuals for achievements or contributions of merit. Honorary Membership is for one year and may be renewed by the Board of Governors. Honorary Members share in all of the privileges of Regular Members, but may not vote or hold elective office, and are not required to pay dues.
- Lifetime Designation. The Board of Governors may bestow the designation of lifetime member on a regular member who has made a significant and lasting contribution to SMYC for a period of at least five years. Nomination for lifetime designation will be received at the August meeting of the Board of Governors. The Board Governors will vote by show of hands on the nominations at the next Board meeting only. A two-thirds vote of the Board members present is required to approve the nomination, and only one member may receive the designation per year. A member, who has been bestowed the lifetime designation and continues to meet requirements for regular membership, will retain all the privileges of a regular member, except is excused from paying dues.
- Civilians who are honorably discharged veterans or active/retired Merchant Marine personnel will be limited to not more than one-third of the total membership strength in order to maintain "The DoD Family" as the primary beneficiaries of the SMYC.

#### **Article VII. Participation**

- All members and their families, except suspended members, are entitled and encouraged to participate in SMYC activities and events, and to fly the SMYC Burgee.
- Only regular voting members in good standing may vote or hold elective office.

#### **Article VIII. Meetings**

##### General Membership Meetings

- There shall be three General Membership meetings each year; the first will be the Spring General Membership Meeting held in the second quarter of the year, the second will be the Annual Membership Meeting with Nominations held in the third quarter of the year, and the third is the Annual Membership Election Meeting in the last quarter of the year. The Board of Governors shall decide the dates of each meeting for a specific calendar year at its January meeting. The dates shall be published in the next newsletter and posted on the website calendar.
- Special membership meetings may be called at any time by the Commodore, a majority of the Board of Governors, or at least ten percent of the voting members.

The request for a special meeting shall be submitted to the Commodore in writing and specifying the purpose for the meeting. The agenda for a special meeting shall be limited to the stated purpose. The agenda, date, time, and location of the meeting shall be communicated to all members at least 30 days in advance.

- Meetings may be canceled or rescheduled by a majority show of hand vote of members present at a given meeting.
- A quorum for a general membership meeting requires the attendance of 11 voting members. The meeting shall be postponed if no quorum is present. A majority of the ballots cast is needed to approve any SMYC business not otherwise specified in the Constitution herein.
- Each voting member shall have one vote in all matters.
- A member unable to attend any general or special meeting may vote by absentee ballot or give a specific written proxy to another member of SMYC who is eligible to vote. A member voting by proxy shall be considered present.

#### Board of Governors Meetings

- The frequency, date, time, and location of meetings of the Board of Governors shall be decided as set forth in the Bylaws. Meetings may be canceled or rescheduled by a majority show of hand vote of the Board of Governors present at a given meeting.
- The Commodore or a majority of the Board of Governors may request a special meeting of the Board of Governors. The request for a special meeting shall be submitted to the Commodore, in writing and specify the purpose for the meeting. The agenda for a special meeting shall be limited to the stated purpose. The agenda, date, time, and location of the meeting shall be communicated to all Board of Governors members at least 14 days in advance.
- Fifty percent plus one of the filled positions of the Board of Governors shall constitute a quorum for any regular or special Board meeting. Unless otherwise specified in the Bylaws of SMYC, a majority show of hand vote of the Board of Governors present is needed to approve any SMYC business.
- A member of the Board of Governors, who is unable to attend a regular or special meeting of the Board, may give a specific written proxy to another member of Board of Governors; however, proxies shall not count toward a quorum.

#### **Article IX. Election of Board of Governors**

- The Board of Governors shall appoint a Nomination Committee to propose candidates for the Board of Governors.
- The Nomination Committee shall propose a slate of candidates at the Board of Governors Nomination meeting. Additionally, at the Annual Membership meeting, any voting member can propose a nomination from the floor for one or more candidates for elected positions on the Board of Governors. The entire ballot will be

posted on the SMYC website 20 days prior to the General Election meeting in the 4th Quarter. Nominations will also be taken from the floor at the General Election meeting. Election shall be by a majority of ballots cast. If no candidate receives a majority of the ballots cast, a run-off show of hand vote between the two candidates receiving the highest number of votes shall determine the outcome.

- Members of the Board of Governors shall take office at an installation in December or on 31 December following the election, whichever is earlier; and shall hold office until their successors are installed.
- When a vacancy occurs on the Board of Governors, the remaining members of the Board of Governors may appoint a replacement who shall serve until a successor is elected and installed during the next General Membership meeting.

#### **Article X. Removal of a Member of the Board of Governors**

- If a member of the Board of Governors does not fulfill the duties described for the position in the Bylaws, that member will be notified in writing of the meeting at which removal from office will be discussed and voted upon. The notice shall state with specificity the reasons for seeking the removal. At that meeting, the Officer may present oral or written statements to the membership in support of retaining the position. The Board of Governors will provide for remedial action
- Removal will occur if by show of hand, so voted by majority of the ballots cast.

#### **Article XI. Amendments to the Constitution and Bylaws**

- A notice of a proposed amendment to the Constitution shall be communicated to the general membership at least 30 calendar days prior to the meeting date. The full text of the amendment shall be posted on the SMYC's website, and a notice shall be sent by either physical or electronic means to each member. To be approved, an amendment to the Constitution must receive two-thirds of the ballots cast at a General Membership meeting.
- A notice of a proposed amendment to the Bylaws shall be communicated to the Board of Governors at least 30 calendar days prior to the meeting at which it will be considered. The full text of the amendment shall be posted on the SMYC website, and a notice shall be sent by either physical or electronic means to each member of the Board of Governors. To be approved, an amendment to the Bylaws must receive two-thirds of the ballots cast. A notice of approved changes to Bylaws shall be included in the next Newsletter and posted on the website.

#### **Article XII. Dissolution**

Discontinuation of SMYC will be determined by the membership or upon the determination by the AC/S, Marine Corps Community Services to withdraw authorization to operate on the installation. Neither appropriated fund activities nor non-appropriated fund instrumentalities shall assert any claim to the assets or incur or assume any obligation of the SMYC, except as may

possibly arise out of contractual relationships. Upon dissolution, any residual assets or property of SMYC will be disposed of as determined by a two-thirds show of hand vote of the Board of Governors. Property abandoned by SMYC on its dissolution or departure from Camp Pendleton or donated by it to Camp Pendleton, may be acquired by the DoD installation under the terms of applicable agreements, statutes, and DoD policy.

I, Susan Rodriguez, certify that this Constitution, as amended, was approved by at least two-thirds of the ballots cast at a general meeting of the SMYC on 22 April 2017.

/s/ Susan Rodriguez  
Susan Rodriguez, Commodore

ATTEST:

/s/ Sherry Lamont  
Sherry Lamont, Secretary

Approved as to form by AC/S, Marine Corps Community Services:

/s/ Jennifer L. Webb, May 24, 2017

THIS IS A NON-FEDERAL ENTITY. IT IS NOT PART OF THE DOD OR ANY OF IT'S COMPONENTS AND HAS NO GOVERNMENTAL STATUS.